



Società di Progetto Brebemi S.p.A.

A35

Semi-Annual Financial Model updated as of 31 December 2021

Semi-annual financial model assumptions

Project Nuvolari - Inputs

Selected scenario	Scenario 1
Scenarios	1

1 Model

Model start	date	01/01/2018
Month in semester	month	6
Semester in year	x	2
Historical data end	date	31/12/2021
Precision for model optimization		5

2 Macroeconomic

2.1 Inflation		
Inflation	text	IMF @12/2021
Month for inflation indexation	month	1
2.2 Traffic		
Traffic scenario	text	P50 Righetti - Nov 2021 62,1km

3 Concession

3.1 Timing		
Concession end	date	22/01/2040
End of regulatory period	date	31/12/2022
3.2 Toll road length		
Toll road length	km	62.1
3.3 Tariff (base 2018)		
Light	€/veh/km	0.14117
Heavy	€/veh/km	0.27789482
X factor flat current / sensi regulation (0/1)	flag	0
X tariff increase	%	2.99%
X tariff increase - post 2022 sensi	%	0.00%
X tariff increase	%	2.99%
X factore end	date	31/12/2022
X factore end	date	31/12/2038
Tariff indexed to inflation	flag	1
Discount on traffic	%	3.00%
End discount	date	31/12/2022
Inflation regulatory calculation	%	1.50%
3.4 Other revenues		
Other revenues	'000€	2,700
3.5 Termination amount		
Termination amount	'000€	1,205,000
3.6 Termination payment		
Compensation for remaining services	%	10%

Semi-annual financial model assumptions

4 Costs

4.1 Cost of production services provided by external suppliers		
O&M (per semester)	'000€	3,666
Commission on toll collected	%	0.10%
4.2 Toll road direct costs		
Energy	'000€	1,300
Insurance	'000€	420
Other costs	'000€	244
4.3 Fees		
Fee on toll revenues	%	2.40%
Fee on other revenues	%	40.00%
4.4 Costs of good solds		
Costs of good solds	'000€	71
4.5 G&A Costs		
Directors/Board of auditors	'000€	586
Marketing and communication	'000€	293
Energy / Utilities	'000€	59
Travel expenses	'000€	59
IT costs	'000€	127
Consultants (legal, Tech, Admin)	'000€	1,075
Other personnel costs	'000€	108
Other G&A Costs	'000€	195
Bank charges and guarantee fees	'000€	78
Associative contributions and other costs	'000€	508
Bond costs	'000€	440
4.6 Personnel costs		
Personnel costs	'000€	3,200
	'000€	0
4.7 Other costs		
Rentals	'000€	244
Other costs	'000€	0

5 Working capital

5.1 Payables		
Days payable on operation costs	day	90
Maintenance cost working capital 31/12/2017	'000€	6,055
O&M working capital 31/12/2017	'000€	3,695
5.2 Receivables		
% of toll revenue for working capital	%	70%
Days receivables on toll revenues	day	120
Days receivables on other revenues	day	60

6 Public Grant

6.1 Public Grant		
Public Grant received up 31/12/2017	'000€	79,433
NPV public grants 31/12/2017	'000€	197,728
Discount rate	%	1.66%

7 Debt for expropriation

7.1 Debt for expropriation		
Date for debt repayment	date	31/12/2019

Semi-annual financial model assumptions

8 Tax

8.1	Taxable income adjustments		
	Cap on maintenance expense deductible	%	5.0%
8.2	IRAP		
	Share of personnel expense non deductible	%	5.0%
	Share of director/auditor expense non deductible	%	50.0%
	Month for IRAP payment	month	12
	IRAP tax rate	%	3.90%
8.3	IRES		
	IRAP deductability	%	10.00%
	Month for IRES payment	month	12
	Tax loss carry forward @31/12/2017	'000€	271,107
	Tax loss carry forward from first 3 year of operation @31/12/2017	'000€	1,600
	Tax deductibility on lossess	%	80%
	DTA Increase for tax losses	flag	1
	IRES tax rate	%	24.00%
	Month first payment	month	6
	1st payment	%	40%
	Month second payment	month	11
	2nd payment	%	60%
	Cap on interest dedutability as % of EBITDA	%	30%
8.31	Capped for tax deductability - pre-refinancing		
	Up front fee amortization	flag	1
	Interest expense - debt	flag	1
	Interests expense - BBM banks (expropriation)	flag	1
	Interests expense - shareholder loan	flag	0
	Swap breakage cost	flag	1
	Change MtM off-market swap	flag	1
	Charge expense new swap	flag	1
8.32	Capped for tax deductability - post-refinancing		
	Up front fee amortization	flag	0
	Interest expense - debt	flag	0
	Interests expense - BBM banks (expropriation)	flag	0
	Interests expense - shareholder loan	flag	0
	Swap breakage cost	flag	0
	Change MtM off-market swap	flag	0
	Charge expense new swap	flag	0
8.4	VAT		
	VAT tax rate	%	22.00%
	Reimbursement construction VAT receivable	date	30/06/2019

9 Accounting

9.1	Depreciation rate		
	Building	%	4%
	Plant and machinery	%	10%
	Industrial and commercial facilities	%	15%
	Other tangible assets	%	15%

Semi-annual financial model assumptions

10 Existing financing

10.1 Existing financing		
Basis for payments calculation	day	360
10.11 SACE guarantee cost		
Margin 1	%	0.700%
Margin 2	%	0.900%
Margin 1 end	date	30/06/2019
10.12 Tranche A1		
Debt outstanding @01/07/2016	'000€	398,291
Debt outstanding @31/12/2017	'000€	396,976
Margin 1	%	1.745%
Margin 2	%	2.045%
Margin 3	%	2.445%
Margin 4	%	2.945%
Margin 5	%	2.945%
Margin 1 end	date	30/06/2019
Margin 2 end	date	30/06/2024
Margin 3 end	date	30/06/2029
Margin 4 end	date	31/12/2033
10.13 Tranche A2		
Debt outstanding @31/12/2017	'000€	40,200
Margin 1	%	3.600%
Margin 2	%	3.900%
Margin 3	%	4.300%
Margin 4	%	4.800%
Margin 1 end	date	30/06/2019
Margin 2 end	date	30/06/2024
Margin 3 end	date	30/06/2029
10.14 Tranche A3		
Debt outstanding @01/07/2016	'000€	64,225
Debt outstanding @31/12/2016	'000€	70,709
Debt outstanding @31/12/2017	'000€	70,497
Margin 1	%	1.901%
Margin 2	%	2.201%
Margin 3	%	2.601%
Margin 4	%	3.101%
Margin 1 end	date	30/06/2019
Margin 2 end	date	30/06/2024
Margin 3 end	date	30/06/2029
EURIBOR floor	%	0.000%
10.15 Tranche B		
Debt outstanding @01/07/2016	'000€	227,802
Debt outstanding @31/12/2016	'000€	250,800
Debt outstanding @31/12/2017	'000€	250,048
Margin 1	%	3.100%
Margin 2	%	3.400%
Margin 3	%	3.800%
Margin 4	%	4.300%
Margin 1 end	date	30/06/2019
Margin 2 end	date	30/06/2024
Margin 3 end	date	30/06/2029

Semi-annual financial model assumptions

10.16	Tranche C1		
	Debt outstanding @31/12/2017	'000€	196,173
	Margin 1	%	1.799%
	Margin 2	%	2.099%
	Margin 3	%	2.499%
	Margin 4	%	2.999%
	Margin 1 end	date	30/06/2019
	Margin 2 end	date	30/06/2024
	Margin 3 end	date	30/06/2029
10.17	Tranche C2		
	Debt outstanding @31/12/2017	'000€	19,800
	Margin 1	%	3.600%
	Margin 2	%	3.900%
	Margin 3	%	4.300%
	Margin 4	%	4.800%
	Margin 1 end	date	30/06/2019
	Margin 2 end	date	30/06/2024
	Margin 3 end	date	30/06/2029
10.18	Tranche C3		
	Debt outstanding @31/12/2017	'000€	34,827
	Margin 1	%	1.930%
	Margin 2	%	2.230%
	Margin 3	%	2.630%
	Margin 4	%	3.130%
	Margin 1 end	date	30/06/2019
	Margin 2 end	date	30/06/2024
	Margin 3 end	date	30/06/2029
	EURIBOR floor	%	0.000%
10.19	Tranche D		
	Debt outstanding @31/12/2017	'000€	509,200
	Margin 1	%	3.100%
	Margin 2	%	3.400%
	Margin 3	%	3.800%
	Margin 4	%	4.300%
	Margin 1 end	date	30/06/2019
	Margin 2 end	date	30/06/2024
	Margin 3 end	date	30/06/2029
10.20	Standby tranche		
	Debt outstanding @31/12/2017	'000€	0
	Margin 1	%	4.200%
	Margin 2	%	4.500%
	Margin 3	%	4.900%
	Margin 4	%	5.400%
	Margin 1 end	date	30/06/2019
	Margin 2 end	date	30/06/2024
	Margin 3 end	date	30/06/2029
10.2	VAT facility		
	Debt outstanding @31/12/2017	'000€	5,000
	Margin 1	%	3.800%
10.3	IRS		
	Swap rate 1	%	2.900%
	Swap rate 2	%	3.520%
	Swap rate 3	%	3.929%
	Swap rate 1 end	date	31/12/2020
	Swap rate 2 end	date	31/12/2022
10.4	Performance bonds		
	Performance bond - construction	'000€	51,864
	Performance bond construction end	date	31/12/2018
	Performance operation as % of opex	%	10%
	Performance bond fee	%	1.00%
10.2	Existing DSRA		
	Initial DSRA funding	'000€	50,000
	Date DSRA initially funded	date	31/12/2018
10.3	Lock up		
	Lock up DSCR backward	x	1.20x
	Lock up senior BLCR forward	x	1.30x
	Residual value ratios lock-up	x	1.85x

Semi-annual financial model assumptions

11 Refinancing

Refinancing active	flag	1
Refinancing date	date	22/10/2019
Refinancing of expropriation cost	flag	1
Expropriation cost to be repaid on refinancing	'000€	40,000
New debt scenario selected	text	New debt profile
New off-market swap scenario selected	text	New debt profile
11.1 Senior debt amortizing		
Target average DSCR	x	1.90x
Minimum DSCR	x	1.40x
Start of DSCR increase	date	01/06/2019
DSRA funded / DSRF (0 / 1)	flag	0
DSRA target funding for month 6-12	%	50%
End of DSRA overfunding	date	31/12/2021
Arranging fee and underwriter's legal fees	'000€	22,827
Other advisors fees	'000€	3,028
Current financing breakage costs	'000€	0
11.11 Bank amortizing		
Active	flag	1
Tranche size	'000€	307,000
Maturity	date	31/12/2033
Interest rate floor	%	0.00%
Margin	%	2.60%
Upfront fees	%	1.50%
Imposta sostitutiva	%	0.25%
11.12 FRN amortizing		
Active	flag	1
Tranche size	'000€	15,000
Maturity	date	31/12/2038
Interest rate floor	%	0.00%
Margin @ 10/10/2019	%	3.188%
% of FRN subject to 2.75% UW fee	%	66.67%
Upfront fee	%	2.75%
11.13 Fixed rate amortizing		
Active	flag	1
Maturity	date	31/12/2038
Coupon	%	3.375%
11.2 Zero coupon bond		
Active	flag	1
Ratio for sizing vs termination payment	x	1.00x
Issue price	'000€	46.3042
Maturity - repayment	date	22/01/2042
Maturity - legal for interest calculation	date	21/01/2040
Date for PV calculation	date	21/01/2040
Month for interest accrual	month	12
Coupon	%	3.875%
% of ZCB subject to 0.5% UW fee	%	6.80%
% of ZCB subject to 1.0% UW fee	%	1.74%
% of ZCB subject to 1.5% UW fee	%	29.63%
% of ZCB subject to 3.5% UW fee	%	47.14%
0.5% underwriting fee	%	0.50%
1.0% underwriting fee	%	1.00%
1.5% underwriting fee	%	1.50%
3.5% underwriting fee	%	3.50%
Flat underwriting fee	'000€	1,000
Cash sweep active	%	1
Cap on ZCB size	'000€	760,000
Cash sweep priority change	date	31/12/2029
11.3 DSRF		
End	date	31/12/2038
EURIBOR floor	%	0.00%
Margin	%	1.50%
Commitment fee as % of margin	%	30%
Up-front fee	%	1.00%
Roll over frequency	year	5

Semi-annual financial model assumptions

11.4	Junior tranche		
	Active	flag	1
	Junior issued at ParentCo	flag	0
11.41	Junior tranche		
	Junior debt	'000€	172,000
	Expected maturity	date	31/12/2030
	% of cash sweep	%	52%
	% of cash sweep - Junior at ParentCo	%	80%
	EURIBOR floor	%	0.00%
	Margin	%	6.50%
	Step up 1 start	date	01/01/2031
	Step up 2 start	date	01/01/2032
	Step up 3 start	date	01/01/2033
	Step up 1	%	0.50%
	Step up 2	%	1.00%
	Step up 3	%	1.50%
	Upfront fees	%	1.00%
	Overfunding for cash balance	'000€	165
11.5	Interest rate swap		
	End of first swap	date	31/12/2040
	Basis for payments calculation	day	360
11.51	Step up IRS		
	Swap rate 1	%	1.200%
	Swap rate 2	%	14.668%
	% to remaining cash allocated to swap 1st period	%	50%
	Swap step up/down	%	-7.311%
	Current swap MtM @10/10/2019	'000€	459,215
	New swap credit charges PV @10/10/2019	'000€	51,700
	New swap MtM	'000€	510,915
	% of swap repaid	%	70%
	New swap mark to market ex. charges	'000€	137,765
	New swap mark to market charges	'000€	15,184
	New swap mark to market	'000€	152,948
	Current swap breakage cost	'000€	321,451
11.52	New mid market swap		
	Swap rate @10/10/2019	%	0.110%
	Percentage of senior floating debt covered	%	80%
11.6	MRA		
	Funding semester 1	%	100%
	Funding semester 2	%	83%
	Funding semester 3	%	67%
	Funding semester 4	%	50%
	Funding semester 5	%	33%
	Funding semester 6	%	17%
11.7	Lock up		
11.71	Senior lock up		
	Lock up DSCR backward	x	1.25x
	Lock up DSCR forward	x	1.25x
	Lock up senior BLCR forward	x	1.30x
11.72	Senior+junior lock up		
	Lock up DSCR backward	x	1.25x
	Lock up DSCR forward	x	1.40x
	Lock up total debt CLCR forward	x	1.30x
	End of senior+junior debt lock up	date	31/12/2021

Semi-annual financial model assumptions

12 Equity

12.1 Expropriation debt

Expropriation debt from working capital	'000€	23,638
Expropriation debt from expropriation costs	'000€	31,543

Interest rate	%	2.50%
Interest calculation basis	day	360

% of cash sweep on post junior cash	%	30%
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12.2 Shareholder loan

Shareholder loan A @31/12/2017	'000€	205,119
Shareholder loan B @31/12/2017	'000€	53,107
Shareholder loan @31/12/2017	'000€	258,226

Shareholder loan A drawdown	'000€	4,128
Shareholder loan B drawdown	'000€	12,945
Shareholder loan drawdown	'000€	17,073
Shareholder loan drawdown date	date	31/12/2018

Shareholder loan restructured "as you go"	flag	1
Target minimum equity	'000€	100,000

Shareholder loan restructuring date	date	22/10/2019
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12.3 Equity

Equity injection on refinancing	'000€	0
Payout ratio	%	80%

Capital reduction date	date	30/04/2018
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13 Cash

13.1 Cash

Minimum cash balance - Brebemi	'000€	5,000
Minimum cash balance - ParentCo	'000€	0

Semi-annual financial model assumptions

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Semi-annual financial model assumptions

Project Nuvoletti - Inputs Linear

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Semi-annual financial model assumptions

Project Nuvoletti - Inputs Linear

		01/01/2037	01/07/2037	01/01/2038	01/07/2038	01/01/2039	01/07/2039	01/01/2040	01/07/2040	01/01/2041	01/07/2041	01/01/2042	01/07/2042
BoP													
EoP	6	30/06/2037	31/12/2037	30/06/2038	31/12/2038	30/06/2039	31/12/2039	30/06/2040	31/12/2040	30/06/2041	31/12/2041	30/06/2042	31/12/2042
Days in year		365	365	365	365	365	365	366	366	366	365	365	365
Days in period		181	184	181	184	181	184	182	184	181	184	181	184
Year		2037	2037	2038	2038	2039	2039	2040	2040	2041	2041	2042	2042

1. Macroeconomic and market data

1.1 Inflation

Selected scenario

IMF @12/2021

IMF @25/07/2019

%

IMF @10/10/2019

%

IMF @06/2020

%

IMF @12/2020

%

IMF @12/2021

%

(NALL)

%

Selected scenario

%

5

1.2 EURIBOR

EURIBOR 6-month @30/06/2021

%

0.50%

0.51%

0.51%

0.52%

0.52%

0.53%

0.54%

0.54%

1.3 Discount factors for swap MM calculation

Discount Factors @10/10/2019

x

0.995010025

0.994953595

0.994988162

0.994841746

2. Traffic

2.1 Light vehicles

Selected scenario

P50 Righetti - Nov 2021 62.1km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

2.2 Heavy vehicles

Selected scenario

P50 Righetti - Nov 2021 62.1km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

veh*km

3. Revenues

3.1 Other revenues

North rest area food

''000€

South rest area food

''000€

North rest area gas

''000€

South rest area gas

''000€

Selected scenario

''000€

4. Costs

4.1 O&M

O&M payments

''000€

3.668

3.668

3.668

3.668

3.668

3.668

3.668

3.668

4.2 Maintenance costs

Maintenance cost

''000€

7.604

7.604

7.604

7.604

7.604

7.604

7.604

7.604

Maintenance cost payments

''000€

7.604

7.604

7.604

7.604

7.604

7.604

7.604

7.604

5. Capex

5.1 Capex

Investment in transferable assets

''000€

Capex working capital movement funded with cash

''000€

6. Public Grant

6.1 Public Grant

Public Grants to be received

''000€

7. Tax and accounting

7.1 Amortization fixed assets

Depreciation Concession PEF up to 2021

''000€

7.2 Immoveable property tax (IMU) deductible for IRES

IMU deductible for IRES

%

40.0%

40.0%

40.0%

40.0%

40.0%

40.0%

40.0%

40.0%

8. Existing financing

8.1 Amortization schedule - existing financing

Amortization tranches A1, A3, B until July 2016

100%

0.00%

0.00%

0.00%

0.00%

0.00%

0.00%

0.00%

0.00%

Amortization tranches A1, A2, A3, B after July 2016

100%

0.00%

0.00%

0.00%

0.00%

0.00%

0.00%

0.00%

0.00%

Amortization tranches C, D

100%

0.00%

0.00%

0.00%

0.00%

0.00%

0.00%

0.00%

0.00%

8.2 Amortization schedule - 2033 refinancing

2033 refinancing

100%

9.50%

9.50%

10.50%

10.50%

11.50%

0.00%

0.00%

0.00%

9. Hedging

9.1 Existing swap notional

Existing swap notional - BoP

''000€

0

0

0

0

0

0

0

0

9.2 Existing swap breakage cost amortization

Amortization on period - from Brexemi

''000€

448,508

0.0%

0.0%

0.0%

0.0%

0.0%

0.0%

0.0%

0.0%

0.0%

Amortization schedule

''000€

100,508

0.0%

0.0%

0.0%

0.0%

0.0%

0.0%

0.0%

0.0%

9.3 New swap day count convention

BoP

date

31/12/2036

30/06/2037

31/12/2037

30/06/2038

31/12/2038

30/06/2039

30/12/2038

29/06/2040

EoP

date

30/06/2037

31/12/2037

30/06/2038

31/12/2038

30/06/2039

30/12/2039

29/06/2040

31/12/2040

10. New debt

10.1 New senior debt amortization scenario

Selected scenario

New debt profile

(1,256,000)

(43,870)

(54,763)

(47,611)

(65,892)

(0)

(0)

(0)

(0)

(NALL)

''000€

0

(NALL)

''000€

0

(NALL)

''000€

0

(NALL)

''000€

0

(NALL)

''000€

0

(NALL)

''000€

0

Sizing

''000€

(1,255,821)

(43,862)

(54,753)

(47,602)

(65,880)

(0)

(0)

(0)

(0)

Selected scenario

''000€

1

(1,256,000)

(43,870)

(54,763)

(47,611)

(65,892)

0

(0)

(0)

(0)

10.2 New off market swap scenario

Selected scenario

New debt profile

(150,460)

(2,703)

(2,803)

(2,320)

(2,779)

0

0

0

0

(NALL)

''000€

0

(NALL)

''000€

0

(NALL)

''000€

0

(NALL)

''000€

0

(NALL)

''000€

0

(NALL)

''000€

0

Sizing

''000€

(150,144)

(1,641)

(1,877)

(1,508)

(1,920)

(0)

(0)

(0)

(0)

Selected scenario

''000€

1

(150,460)

(2,703)

(2,803)

(2,320)

(2,779)

0

0

0

0

10.3 New junior debt target balance

Selected scenario

New debt profile

0

0

0

0

0

0

0

0

0

(NALL)

''000€

(NALL)

''000€

(NALL)

''000€

(NALL)

''000€

(NALL)

''000€

(NALL)

''000€

Sizing

''000€

Selected scenario

''000€

1

10.4 New shareholder loan for junior target balance

Selected scenario

New debt profile

0

0

0

0

0

0

0

0

0

(NALL)

''000€

(NALL)

''000€

(NALL)

''000€

(NALL)

''000€

(NALL)

''000€

(NALL)

''000€

Sizing

''000€

Selected scenario

''000€

1

11. Equity

11.1 Shareholder loan

Shareholder loan A interests

%

13.42%

13.42%

13.42%

13.42%

13.42%

13.42%

13.42%

13.42%

Shareholder loan B interests

%

12.01%

12.01%

12.01%

12.01%

12.01%

12.01%

12.01%

12.01%

Semi-annual financial model as of 31 December 2021

[illegible]